

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re ORACLE CORPORATION DERIVATIVE  
LITIGATION

**Master File No. C-10-03392-RS;  
Case No. C-11-04493-RS**

SCOTT OZAKI, derivatively and on behalf of  
ORACLE CORPORATION,

Plaintiff,

v.

LAWRENCE J. ELLISON, SAFRA A. CATZ,  
JEFFREY O. HENLEY, MICHAEL J. BOSKIN,  
H. RAYMOND BINGHAM, DONALD L.  
LUCAS, JEFFREY S. BERG, BRUCE R.  
CHIZEN, HECTOR GARCIA-MOLINA, NAOMI  
O. SELIGMAN, and GEORGE H. CONRADES,

Defendants,

-and-

ORACLE CORPORATION, a Delaware  
Corporation,

Nominal Defendant.

**[PROPOSED] FINAL JUDGMENT  
AND DISMISSAL WITH PREJUDICE**

Judge: Hon. Richard Seeborg  
Ctrm: 3, 17th Floor

1           This matter came before the Court for hearing pursuant to a September 26, 2013 Order  
 2 (“Order”) on the application of the parties for approval of the settlement (“Settlement”) set forth  
 3 in the Stipulation of Settlement dated May 22, 2013 (“Stipulation”). Due and adequate notice  
 4 having been given to Current Oracle Shareholders as required in the Order, and the Court having  
 5 considered all relevant papers and proceedings and otherwise being fully informed and good  
 6 cause appearing, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

7           1.       This Judgment incorporates by reference the definitions in the Stipulation, and all  
 8 capitalized terms contained herein shall have the same meanings as set forth in the Stipulation (in  
 9 addition to those capitalized terms defined herein).

10          2.       This Court has jurisdiction over the subject matter of these actions (collectively,  
 11 the “Derivative Actions”), including all matters necessary to effectuate the Settlement, and over  
 12 all parties to the Derivative Actions, including the Derivative Plaintiffs, the Current Oracle  
 13 Shareholders, and the Defendants.

14          3.       The Derivative Actions and all claims contained therein, as well as all of the  
 15 Released Claims, are dismissed with prejudice. As between the Derivative Plaintiffs and  
 16 Defendants, the parties are to bear their own costs, except as otherwise provided in the Stipulation  
 17 regarding Derivative Plaintiffs’ Counsel’s attorneys’ fees and expenses.

18          4.       The Court finds that the Stipulation and Settlement are fair, reasonable, and  
 19 adequate as to each of the Settling Parties, and hereby finally approves the Stipulation and  
 20 Settlement in all respects, and orders the Settling Parties to perform the terms of the Settlement  
 21 set forth in the Stipulation to the extent the Settling Parties have not already done so.

22          5.       Upon the Effective Date, the Derivative Plaintiffs and Oracle shall have, and each  
 23 of the Current Oracle Shareholders on behalf of themselves and each of their predecessors,  
 24 successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs,  
 25 estates, executors, trusts, trustees, trust beneficiaries, administrators, spouses, marital  
 26 communities, and immediate family members, shall be deemed to have, and by operation of this  
 27 Judgment shall have, fully, finally, and forever released, relinquished, and discharged: (i) the  
 28 Released Claims (including all Unknown Claims) against the Released Persons; and (ii) any and

1 all derivative claims against the Released Persons relating to or arising out of or connected with  
 2 the Stipulation or the resolution of the Derivative Actions. Nothing herein shall in any way  
 3 impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

4       6. Upon the Effective Date, the Derivative Plaintiffs, Oracle, and each of the Current  
 5 Oracle Shareholders on behalf of themselves and each of their predecessors, successors, parents,  
 6 subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, estates, executors, trusts,  
 7 trustees, trust beneficiaries, administrators, spouses, marital communities, and immediate family  
 8 members, will be forever barred and enjoined from commencing, instituting, or prosecuting any  
 9 of the Released Claims (including all Unknown Claims), or any action or other proceeding  
 10 against any of the Released Persons, based on, arising out of, related to, or in connection with, the  
 11 Released Claims (including all Unknown Claims).

12       7. Upon the Effective Date, each of the Released Persons shall be deemed to have,  
 13 and by operation of the Judgment shall have, fully, finally, and forever released, relinquished, and  
 14 discharged each other, the Derivative Plaintiffs, each and all of the Current Oracle Shareholders,  
 15 Oracle, and Derivative Plaintiffs' Counsel, from all claims (including all Unknown Claims)  
 16 relating to or arising out of, or connected with, the institution, prosecution, assertion, settlement,  
 17 or resolution of the Derivative Actions and/or Released Claims. Specifically excluded from the  
 18 releases in this Paragraph is any right of Oracle's current and former officers and directors to  
 19 receive (or obligation to repay) indemnification or advancement of legal expenses arising from  
 20 law and/or statute, Oracle's articles of incorporation and by-laws, any existing agreements, or any  
 21 resolution (or otherwise) of Oracle's Board of Directors; provided, however, that Oracle shall not  
 22 seek from its former officers and directors repayment of payments made or defense expenses  
 23 incurred by them or on their behalf in the Derivative Actions.

24       8. The Court finds that the notice given to Current Oracle Shareholders was the best  
 25 notice practicable under the circumstances. Said notice also provided the best notice practicable  
 26 under the circumstances of these proceedings and of the matters set forth therein, including the  
 27 proposed Settlement set forth in the Stipulation, to all Persons entitled to such notice, and said  
 28

1 notice fully satisfied the requirements of Federal Rule of Civil Procedure 23.1 and the  
2 requirements of due process.

3       9.     The Court hereby approves the Fee and Expense Amount in accordance with the  
4 Stipulation, in the amount of \$1,900,000, and finds that such fees and expenses are fair and  
5 reasonable and awards such amount to Derivative Plaintiffs' Counsel, to be distributed by  
6 Derivative Lead Counsel as provided in the Stipulation.

7       10.   Neither the Stipulation nor the Settlement, nor any act performed or document  
8 executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be  
9 deemed to be or may be offered, attempted to be offered, or used in any way by the Settling  
10 Parties as a presumption, a concession, or an admission of, or evidence of, any fault, wrongdoing,  
11 or liability of the Defendants or of the validity of any Released Claims; or (b) is intended by the  
12 Settling Parties to be offered or received as evidence or used by any other person in any other  
13 action or proceeding, whether civil, criminal, or administrative. Released Persons may file the  
14 Stipulation and/or this Judgment in any action that may be brought against them in order to  
15 support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, full  
16 faith and credit, release, good-faith settlement, judgment bar or reduction, or any other theory of  
17 claim preclusion or similar defense or counterclaim.

18       11.   During the course of the litigation, the parties and their respective counsel at all  
19 times complied with the requirements of Federal Rule of Civil Procedure 11 and all other similar  
20 laws.

21       12.   Without affecting the finality of this Judgment in any way, this Court hereby  
22 retains continuing jurisdiction over the Derivative Actions and the parties to the Stipulation to  
23 enter any further orders as may be necessary to effectuate the Stipulation, the Settlement provided  
24 for therein, and the provisions of this Judgment. This includes providing relief from this  
25 Judgment pursuant to Federal Rule of Civil Procedure 60 if the Stipulation has been terminated  
26 by Defendants because the California Court of Appeal in the Section 1601 Action does not  
27 remand the matter with directions to vacate the judgment or the trial court does not vacate its  
28

1 judgment, in which case this Judgment shall be vacated and the parties restored to their positions  
2 as provided in the Stipulation.

3       13. This Judgment is a final, appealable judgment and should be entered forthwith by  
4 the Clerk in accordance with Rule 58 of the Federal Rules of Civil Procedure.

5 IT IS SO ORDERED.  
6

7 DATED: 9/30, 2013  
8

  
THE HONORABLE RICHARD SEEBORG  
UNITED STATES DISTRICT JUDGE

9 Submitted by:  
10

11 **COTCHETT, PITRE & MCCARTHY, LLP**

12 JOSEPH W. COTCHETT  
NANCY L. FINEMAN  
MARK C. MOLUMPHY

13       \_\_\_\_\_  
14       /s/ *Mark C. Molumphy*  
15       MARK C. MOLUMPHY

16 San Francisco Airport Office Center  
17 840 Malcolm Road, Ste. 200  
Burlingame, CA 94010  
Telephone: (650) 697-6000  
Facsimile: (650) 697-0577

18  
19 **JERRY K. CIMMET**  
Attorney at Law  
cimlaw@me.com  
20 177 Bovet Road, Ste. 600  
San Mateo, CA 94402  
Telephone: (650) 866-4700  
Facsimile: (650) 866-4770

21  
22 **LAW OFFICES OF JOHN M. KELSON**

23 JOHN M. KELSON  
kelsonlaw@sbcglobal.net  
24 2000 Powell Street, Ste. 1425  
Emeryville, CA 94608  
Telephone: (510) 465-1326  
Facsimile: (510) 465-0871

25  
26       *Attorneys for Plaintiffs Lisa Galaviz and Philip T. Prince*

1      **ROBBINS ARROYO LLP**  
2      BRIAN J. ROBBINS  
3      KEVIN A. SEELY  
4      CHRISTOPHER L. WALTERS

5      \_\_\_\_\_  
6      */s/ Kevin A. Seely*  
7      KEVIN A. SEELY  
8      600 B Street, Suite 1900  
9      San Diego, CA 92101  
10     Telephone: (619) 525-3990  
11     Facsimile: (619) 525-3991  
12     *Attorneys for Plaintiff Scott Ozaki*

13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28